



ENTERED  
05/18/2016

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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| <hr/> In re:<br><br>SANDRIDGE ENERGY, INC., et al., <sup>1</sup><br><br>Debtors. | §<br>§<br>§<br>§<br>§<br>§<br>§<br>§ | Chapter 11<br><br>Case No. 16-32488 (DRJ)<br><br>(Jointly Administered)<br><br>Re: Docket No. 17 |
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**ORDER (I) AUTHORIZING THE DEBTORS TO FILE A  
CONSOLIDATED LIST OF CREDITORS AND A CONSOLIDATED LIST  
OF THE 50 LARGEST UNSECURED CREDITORS, (II) AUTHORIZING  
THE DEBTORS TO REDACT CERTAIN PERSONAL IDENTIFICATION  
INFORMATION FOR INDIVIDUAL CREDITORS, AND (III) APPROVING  
THE FORM AND MANNER OF NOTIFYING CREDITORS OF THE  
COMMENCEMENT OF THESE CHAPTER 11 CASES AND OTHER INFORMATION  
(DOCKET NO. 17)**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to file a consolidated creditor matrix and list of the 50 largest general unsecured creditors in lieu of submitting separate mailing matrices and creditor lists for each Debtor, and approving the form and manner of notice of commencement of these chapter 11 cases and the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code, all as more

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: SandRidge Energy, Inc. (4793); 4th Street Properties, LLC (N/A); Black Bayou Exploration, L.L.C. (0561); Braniff Restaurant Holdings, LLC (2453); CEBA Gathering, LLC (6478); CEBA Midstream GP, LLC (0511); CEBA Midstream, LP (7252); Cholla Pipeline, L.P. (5092); Cornhusker Energy, L.L.C. (4609); FAE Holdings 389322R, LLC (N/A); Integra Energy, L.L.C. (7527); Lariat Services, Inc. (0702); MidContinent Resources, LLC (6928); Mistmada Oil Company, Inc. (3032); Piñon Gathering Company, LLC (5943); Sabino Exploration, LLC (1929); Sagebrush Pipeline, LLC (0515); SandRidge CO2, LLC (7903); SandRidge Exploration and Production, LLC (6535); SandRidge Holdings, Inc. (8401); SandRidge Midstream, Inc. (1148); SandRidge Operating Company (1245); SandRidge Realty, LLC (6079); Sierra Madera CO2 Pipeline, LLC (1558); and WTO Gas Gathering Company, LLC (N/A). The location of the Debtors’ service address is: 123 Robert S. Kerr Avenue, Oklahoma City, Oklahoma 73102.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to file a single consolidated Creditor Matrix for all of these chapter 11 cases.
3. The Debtors are authorized to file a consolidated Top 50 List.
4. The Debtors are authorized to redact address information of individual creditors listed on the Creditor Matrix; *provided*, that the Debtors shall provide an unredacted version of the Creditor Matrix to the Court, the U.S. Trustee, and any official committee of unsecured creditors appointed in these chapter 11 cases.
5. The Debtors are authorized to serve the Notice of Commencement, substantially

in the form attached hereto as **Exhibit 1**, on the Creditor Matrix. Service of the Notice of Commencement shall be deemed adequate and sufficient notice of: (a) the commencement of these chapter 11 cases; and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.


6. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules for the Southern District of Texas are satisfied by such notice.

7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

9. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: May 18, 2016  
Houston, Texas

  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Proposed Notice of Commencement**

**Information to identify the case:****Debtors:** SandRidge Energy, Inc.**EIN:** 20-8084793**United States Bankruptcy Court for the Southern District of Texas****Case Numbers:** 16-32488 (DRJ)**Official Form 309F (For Corporations or Partnerships)****Notice of Chapter 11 Bankruptcy Case****12/15**

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered. This notice has important information about the case for creditors, debtors, and trustees, including information about the meeting of creditors and deadlines. Read both pages carefully.

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at [www.pacer.gov](http://www.pacer.gov)).

**The staff of the bankruptcy clerk's office cannot give legal advice.**

**Do not file this notice with any proof of claim or other filing in the case.**

1. Debtor's full name: See chart below.
  2. All other names used in the last 8 years: See chart below.
- Jointly Administered Cases**

| DEBTOR                           | ADDRESS   | CASE NO. | EIN #      |
|----------------------------------|---|----------|------------|
| SandRidge Energy, Inc.           | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32488 | 20-8084793 |
| 4th Street Properties, LLC       | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32495 | N/A        |
| Black Bayou Exploration, L.L.C.  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32496 | 20-4790561 |
| Braniff Restaurant Holdings, LLC | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32497 | 61-1682453 |
| CEBA Gathering, LLC              | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32498 | 47-4776478 |
| SandRidge Gathering LLC          | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32499 | 46-5390511 |
| CEBA Midstream GP, LLC           | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32500 | 30-0827252 |
| CEBA Midstream, LP               | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32501 | 26-0025092 |
| Cholla Pipeline, L.P.            | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32502 | 73-1474609 |
| Cornhusker Energy, L.L.C.        | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32503 | N/A        |
| FAE Holdings 389322R, LLC        | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32503 | 75-2887527 |
| Integra Energy, L.L.C.           | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 |          |            |

| DEBTOR  | ADDRESS   | CASE NO. | EIN #      |
|---|---|----------|------------|
| <b>Lariat Services, Inc.</b><br>Chapparral Drilling Fluids<br>Hondo Heavy Haul<br>LARCO | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32504 | 75-2500702 |
| <b>MidContinent Resources, LLC</b>  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32505 | 20-0096928 |
| <b>Mistmada Oil Company, Inc.</b>   | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32506 | 73-1393032 |
| <b>Piñon Gathering Company, LLC</b>   | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32507 | 27-0465943 |
| <b>Sabino Exploration, LLC</b>  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32508 | 20-5931929 |
| <b>Sagebrush Pipeline, LLC</b>  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32490 | 20-1550515 |
| <b>SandRidge CO2, LLC</b>   | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32509 | 76-0547903 |
| <b>SandRidge Exploration and<br/>Production, LLC</b>                                    | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32491 | 87-0776535 |
| <b>SandRidge Holdings, Inc.</b>   | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32492 | 20-5878401 |
| <b>SandRidge Midstream, Inc.</b>  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32494 | 75-2541148 |
| <b>SandRidge Operating Company</b><br>Alsate Management and Investment<br>Company       | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32487 | 75-2541245 |
| <b>SandRidge Realty, LLC</b>  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32493 | 26-0586079 |
| <b>Sierra Madera CO2 Pipeline, LLC</b>  | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32510 | 47-0881558 |
| <b>WTO Gas Gathering Company, LLC</b>   | 123 Robert S. Kerr Avenue,<br>Oklahoma City, Oklahoma 73102 | 16-32511 | N/A        |

3. Address: See Chart Above

4. Debtor's attorney

James H.M. Sprayregen, P.C. (*pro hac vice* admission pending)  
Steven N. Serajeddini (*pro hac vice* admission pending)  
KIRKLAND & ELLIS LLP  
KIRKLAND & ELLIS INTERNATIONAL LLP  
300 North LaSalle  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
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steven.serajeddini@kirkland.com

- and -

Christopher Marcus, P.C. (*pro hac vice* admission pending)  
KIRKLAND & ELLIS LLP  
KIRKLAND & ELLIS INTERNATIONAL LLP  
601 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: christopher.marcus@kirkland.com

Zack A. Clement (TX Bar No. 04361550)  
ZACK A. CLEMENT PLLC  
3753 Drummond Street  
Houston, Texas 77025  
Telephone: (832) 274-7629  
Email: zack.clement@icloud.com

Debtors' notice and claims agent (for court documents and case information inquiries):

SandRidge Energy, Inc.  
c/o Prime Clerk LLC  
830 3<sup>rd</sup> Avenue, 3<sup>rd</sup> Floor  
New York, NY 10022  
U.S. toll-free: (844) 276-3028  
International: (917) 962-8498  
Email: sandridgeinfo@primeclerk.com  
Case website: <https://cases.primeclerk.com/sandridge>

5.

**Bankruptcy clerk's office**

Documents in this case may be filed at this address.

**United States Courthouse  
515 Rusk Avenue  
Houston, Texas 77002**

You may inspect all records filed in this case at this office or online at [www.pacer.gov](http://www.pacer.gov).

You may sign up for email notices by completing the attached form that can also be accessed at <http://www.txs.uscourts.gov/sites/txs/files/CRECFform.pdf>.

This form, as well as copies of all other documents in this case, is also available free of charge on the website of the Debtors' notice and claims agent at <https://cases.primeclerk.com/sandridge>.

**Hours open: Monday – Friday  
8:00 AM – 5:00 PM  
Contact phone: 713-250-5500**

6.

**Meeting of creditors**

The debtor's representative must attend the meeting to be questioned under oath. Creditors may attend, but are not required to do so.

**July 12, 2016, at 10:00 AM (CT)**

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

**Location:  
515 Rusk Avenue, Suite 3401  
Houston, Texas 77002**

**7. Proof of claim deadline**

**Deadline for filing proof of claim: Not yet set. If a deadline is set, notice will be sent at a later time.** A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at [www.uscourts.gov](http://www.uscourts.gov) or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:

- Your claim is designated as disputed, contingent or unliquidated;
- You file a proof of claim in a different amount; or
- You receive another notice

If your claim is not scheduled or if your claim is designated as disputed, contingent, or unliquidated, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at [www.pacer.gov](http://www.pacer.gov).

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

**8. Exception to discharge deadline**

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

You must start a judicial proceeding by filing a complaint if you want to have a debt excepted from discharge under 11 U.S.C. § 1141(d)(6)(A).  
**Deadline for filing the complaint: To be Determined**

**9. Creditors with a foreign address**

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

**10. Filing a Chapter 11 bankruptcy case**

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

#### **11. Discharge of debts**

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge under 11 U.S.C. § 1141(d)(6)(A), you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.